

RECORDATION NO. 10624-A FILED 1425

JAN 31 1995 -12 05 PM

INTERSTATE COMMERCE COMMISSION

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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WASHINGTON, D.C.

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

January 31, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) executed copies of a Termination of Lease, dated as of January 3, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Equipment Lease duly filed with the Commission under Recordation Number 10624.

The names and addresses of the parties to the enclosed document are:

Lessor: Norwest Bank Minnesota, N.A.  
~~7900 Xenex Avenue South~~ 600 South 6<sup>th</sup> St.  
~~Bloomington, Minnesota 55434~~ Minneapolis, MN 55479

Lessee: Illinois Central Railroad Company  
455 N. Cityfront Plaza Drive  
Chicago, Illinois 60611

A description of the railroad equipment covered by the enclosed document is:

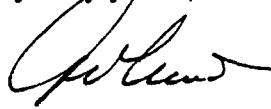
six (6) GP-11 locomotives ICG 8707 - ICG 8712, inclusive.

Mr. Vernon A. Williams  
January 31, 1995  
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in dark ink.

Robert W. Alvord

RWA/bg  
Enclosures

JAN 3 1 1995 -12 05 PM

CERTIFICATE

INTERSTATE COMMERCE COMMISSION

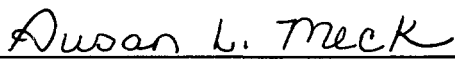
I, Peter J. Falconer, attorney for Illinois Central Railroad Company, hereby certify that I have compared the attached photocopy of the Termination of Lease dated as of January 3, 1995, made by Norwest Bank Minnesota and Illinois Central Railroad Company to the original of such document and further certify that the attached photocopy is a true and complete copy of such document.

  
Peter J. Falconer

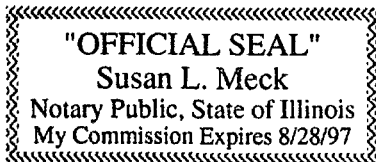
STATE OF ILLINOIS     )  
                                  )  
COUNTY OF COOK     )

I, the undersigned, a Notary Public in the State and County aforesaid, **DO HEREBY CERTIFY** that Peter J. Falconer, personally known to me to be the same person whose name is subscribed to the foregoing certificate appeared before me this day in person, and acknowledged that he signed the said certificate as his free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and official seal this 27th day of January, 1995.

  
Notary Public

Impress seal below:



JAN 3 1 1995 -12 05 PM

TERMINATION OF LEASE

INTERSTATE COMMERCE COMMISSION

**THIS TERMINATION OF LEASE** is made as of January 3, 1995, by Norwest Bank Minnesota, N.A., a national banking association formerly known as Northwestern National Bank of Minneapolis ("Lessor"), and Illinois Central Railroad Company, a Delaware corporation formerly known as Illinois Central Gulf Railroad ("Lessee").

WITNESSETH:

**WHEREAS**, Lessor leased the locomotives more fully described on Schedule 1 attached hereto (the "Units") to Lessee pursuant to that certain Equipment Lease (ICC Recordation No. 10624) dated as of May 20, 1979 (the "Lease"), between Lessor and Lessee; and

**WHEREAS**, the duties and obligations of the parties to the Lease have been satisfied and discharged;

**NOW, THEREFORE**, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with authority to issue and execute this document, intending to be legally bound, and recognizing the need to officially terminate the Lease in the files of the Interstate Commerce Commission, Lessor and Lessee hereby terminate and cancel the Lease and release each party from its obligations and liabilities thereunder effective as of the date herein first written above; *provided, however*, that the obligations and indemnities that are stated in the Lease as surviving termination or expiration of the Lease shall remain in full force and effect as provided in the Lease.

**IN WITNESS WHEREOF**, the parties hereto have caused this Termination of Lease to be duly executed as of the date hereinabove first written.

**NORWEST BANK MINNESOTA, N.A.**

By: \_\_\_\_\_

Title: \_\_\_\_\_

**ILLINOIS CENTRAL RAILROAD COMPANY**

By: RA Goman

Title: Treasurer

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) ss:

On this \_\_\_\_ day of January, 1995, before me personally appeared the within named \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he is \_\_\_\_\_ of Norwest Bank Minnesota, N.A., that the foregoing instrument was signed on behalf of said national banking association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

\_\_\_\_\_  
Notary Public

[Notary Seal]

My commission expires: \_\_\_\_\_

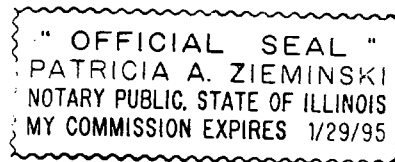
STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) ss:

On this 3<sup>rd</sup> day of January, 1995, before me personally appeared the within named D A KOMAN, to me personally known, who, being by me duly sworn, says that (s)he is TREASURER of Illinois Central Railroad Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia A. Zieminski  
Notary Public

[Notary Seal]

My commission expires: 1/29/95



**TERMINATION OF LEASE**

**THIS TERMINATION OF LEASE** is made as of January 3, 1995, by Norwest Bank Minnesota, N.A., a national banking association formerly known as Northwestern National Bank of Minneapolis ("Lessor"), and Illinois Central Railroad Company, a Delaware corporation formerly known as Illinois Central Gulf Railroad ("Lessee").

**WITNESSETH:**

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**WHEREAS**, the duties and obligations of the parties to the Lease have been satisfied and discharged;

**NOW, THEREFORE**, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with authority to issue and execute this document, intending to be legally bound, and recognizing the need to officially terminate the Lease in the files of the Interstate Commerce Commission, Lessor and Lessee hereby terminate and cancel the Lease and release each party from its obligations and liabilities thereunder effective as of the date herein first written above; *provided, however*, that the obligations and indemnities that are stated in the Lease as surviving termination or expiration of the Lease shall remain in full force and effect as provided in the Lease.

**IN WITNESS WHEREOF**, the parties hereto have caused this Termination of Lease to be duly executed as of the date hereinabove first written.

**NORWEST BANK MINNESOTA, N.A.**

By: *J. Mark Taylor*

Title: *Vice President*

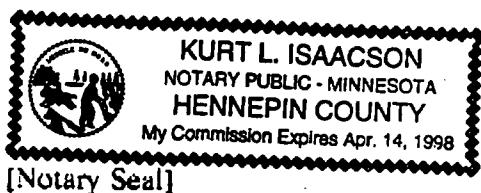
**ILLINOIS CENTRAL RAILROAD COMPANY**

By: *A. Roman*

Title: *Treasurer*

STATE OF MINN )  
 COUNTY OF HENN ) SS:

On this 3 day of January, 1995, before me personally appeared the within named MARK J. LAPOUNT, to me personally known, who, being by me duly sworn, says that he is VICE PRES of Norwest Bank Minnesota, N.A., that the foregoing instrument was signed on behalf of said national banking association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.



Kurt L. Isaacson  
 Notary Public

My commission expires: \_\_\_\_\_

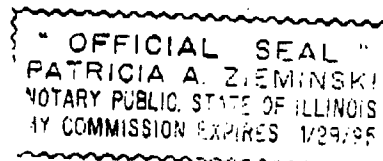
STATE OF ILLINOIS )  
 COUNTY OF COOK ) SS:

On this 3 day of January, 1995, before me personally appeared the within named D A ROMAN, to me personally known, who, being by me duly sworn, says that ~~(s)~~he is treasurer of Illinois Central Railroad Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and ~~(s)~~he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia A. Zieminski  
 Notary Public

[Notary Seal]

My commission expires: 1/29/95



## Schedule 1

Equipment

<u>TYPE</u>	<u>ROAD NOS. (INCLUSIVE)</u>	<u>QUANTITY</u>
General Motors GP-11 Diesel Electric Locomotives	ICG8707-8712	6